

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SONTERRA CAPITAL MASTER FUND, LTD.,
on behalf of themselves and all others similarly
situated,

Plaintiff,

v.

BARCLAYS BANK PLC, , BARCLAYS
CAPITAL INC., COÖPERATIEVE CENTRALE
RAIFFEISEN-BOERENLEENBANK B.A.,
DEUTSCHE BANK AG, LLOYDS BANKING
GROUP PLC, THE ROYAL BANK OF
SCOTLAND PLC, UBS AG, AND JOHN DOE
NOS. 1-50,

Defendants

DOCKET NO. 15-cv-03538-VSB

**DECLARATION OF PATRICK GONSALVES IN SUPPORT OF
BARCLAYS BANK PLC'S MOTION TO DISMISS
THE COMPLAINT FOR LACK OF PERSONAL JURISDICTION**

I, Patrick Gonsalves, declare under penalty of perjury as follows:

1. I am Joint Company Secretary for Barclays Bank PLC ("BBPLC") in London, England.
2. I submit this declaration in support of BBPLC's Motion to Dismiss for Lack of Personal Jurisdiction in the above-captioned action. The facts stated herein are true and correct to the best of my knowledge, based on records maintained by BBPLC in the ordinary course of business.
3. Except where otherwise indicated, all statements concern facts as of May 6, 2015, and describe the operations of only BBPLC, not any separately incorporated and distinct subsidiary entities.
4. BBPLC is a financial institution organized under the laws of England and Wales.
5. BBPLC's registered office and headquarters are located at 1 Churchill Place in London, England.
6. BBPLC is primarily a British bank with extensive business operations throughout the United Kingdom. BBPLC has 34 branches located outside of the U.K., three of which are located in the U.S.

BBPLC's U.S. Operations

7. BBPLC is registered as a financial holding company with the Federal Reserve Bank of New York pursuant to the Bank Holding Company Act of 1956, 12 U.S.C. § 1841 *et seq.*
8. Three of BBPLC's 34 worldwide branches located outside of the U.K. are in the U.S. BBPLC has two branches located in New York, New York and a third in Miami, Florida.

9. BBPLC has Representative Offices located in Newark, Delaware; Wilmington, Delaware; New York, New York; and Washington, D.C. It has no other Representative Offices in the U.S. These Representative Offices do not generate any revenue for BBPLC and engage in only limited activity, such as acting as a liaison with clients located in the U.S., collecting information about the U.S. economy, and providing information about BBPLC to U.S. investors.

10. BBPLC sponsors Level 1 American Depositary Receipts within the United States.

11. BBPLC owns no real estate in the U.S. and holds no leases for real property in the U.S.

12. In 2014, BBPLC's U.S. branches generated \$1.87 billion in revenue, which accounted for approximately 6.6% of BBPLC's \$28.09 billion worldwide revenue in 2014.

13. By way of comparison, in 2014, BBPLC's U.K. operations generated \$21.78 billion in revenue, which accounted for approximately 77.5% of BBPLC's \$28.09 billion worldwide revenue in 2014.

14. As of April 30, 2015, approximately 430, or 0.8%, of BBPLC's nearly 52,000 full-time permanent, temporary and graduate payroll employees worldwide were located in the U.S.

15. As of April 30, 2015, all Barclays corporate family members, including BBPLC together with its separately incorporated affiliates and subsidiaries, employed approximately 139,000 full-time permanent, temporary and graduate payroll employees worldwide. Of these, approximately 11,000, or 7.9%, were located in the United States.

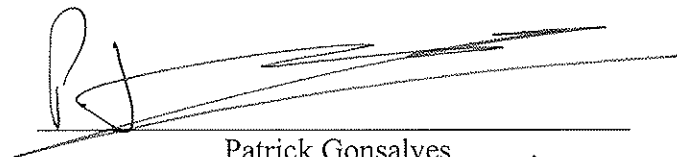
16. No U.S. branch or office of BBPLC has ever been responsible for the determination or submission of rates to the British Bankers' Association in the U.K. for use in

the calculation of Sterling LIBOR. BBPLC's Sterling LIBOR submissions are determined by employees in London and transmitted from London.

BBPLC's New York Operations

17. Two of BBPLC's 34 branches worldwide are located in New York.
18. BBPLC owns no real estate in New York and holds no leases for real property in New York.
19. BBPLC is registered as a Foreign Bank Branch and as an Exempt Mortgage Loan Servicer with the New York Department of Financial Services.
20. BBPLC holds a Debt Collector Agency license issued by the New York City Department of Consumer Affairs.
21. As of April 30, 2015, approximately 420, or 0.8%, of BBPLC's nearly 52,000 full-time permanent, temporary and graduate payroll employees worldwide were located in New York.
22. As of April 30, 2015, all Barclays corporate family members, including BBPLC together with its separately incorporated affiliates and subsidiaries, employed approximately 139,000 full-time permanent, temporary and graduate payroll employees worldwide. Of these, less than 6900, or 4.9%, were located in New York.
23. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, information, and belief, based on records maintained by BBPLC in the ordinary course of business.

Executed in London, England on November 12, 2015.


Patrick Gonsalves
Joint Company Secretary
Barclays Bank Plc.
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